

WISCONSIN MASTERS SWIM COMMITTEE, INC.

BY-LAWS

Table of Contents

Contents

103 WMSC BY-LAWS	2
103.1 Purpose	2
103.2 Jurisdiction.....	2
103.3 Membership	2
103.4 Wisconsin Masters Swim Committee, Inc.	2
A. Objectives.....	2
B. Responsibilities	2
C. Governance, Duties, and Committees	3
1. Officers:	3
2. Executive Committee	3
3. Board of Directors:.....	3
4. Committees of the Board	4
5. Standing Committees:.....	4
D. Vacancies	5
E. Authority	5
F. Reporting.....	5
H. Voting Privileges.....	5
I. Meetings	5
J. Annual Meeting.....	6
103.5 Amendment of By-Laws	6
103.6 Dissolution	7
103.7 Indemnification.....	7

Additional information about Wisconsin Masters Swimming may be found at our website:
www.wisconsinmastersswimming.com.

The address of record for the Wisconsin Masters Swim Committee, Inc. is

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103 WMSC BY-LAWS

103.1 Purpose

1. To promote masters swimming consistent with the goals, rules, and regulations of United States Masters Swimming, Inc. (USMS), or its successor organizations.
2. To operate exclusively for public health, safety and charitable purposes, including for such purposes, the making of distributions to corporations, trusts, community chests, funds or foundations that qualify as exempt organizations under Section 501 (c) (3) of the internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

103.2 Jurisdiction

The Wisconsin Masters Swim Committee, Inc. (WMSC) is registered with the State of Wisconsin as a non-stock, not for profit Corporation, and is a Local Masters Swimming Committee (LMSC), a subsidiary of and governed by United States Masters Swimming, Inc. (USMS) a 501 (c) (3) corporation. WMSC covers the geographical area of the State of Wisconsin except for the counties of St. Croix, Dunn and Pierce.

103.3 Membership

The membership shall consist of all swim organizations and individuals who are interested in the purpose and programs of WMSC and are currently registered with USMS and WMSC.

103.4 Wisconsin Masters Swim Committee, Inc.

WMSC has jurisdiction over the sport of Masters competitive swimming as has been delegated to it by USMS.

A. Objectives

1. Establish and maintain educational programs appropriate for physical fitness and competition.
2. Establish and evaluate policies and procedures for WMSC, and coordinate scheduling and conduct of sanctioned WMSC events.
3. Provide information and communication to clubs and swimmers pertaining to objectives of WMSC, club sanctions, events and their conduct, financial matters, and rules.
4. Promote safe conduct and operation of sanctioned events and their related facilities, and encourage maximum efficiency in the conduct of events with the utilization of certified officials.

B. Responsibilities

1. Review, establish, and evaluate all policies in accordance with current USMS Policies and Rules, as well as Federal, State and local laws and regulations.
2. Adhere to officials, coaches, and Adult-Learn-To-Swim (ALTS) USMS programs designed to support WMSC and encourage new members.
3. Establish a yearly schedule of events.
4. Review and approve all valid requests for sanctions and approved events.

C. Governance, Duties, and Committees

1. Officers:

The Officers of WMSC consist of the Chair, Vice-Chair, Secretary, and Treasurer. Each officer serves a term of one year or until a successor is selected. Officers are elected at the annual meeting of the WMSC held no later than November 1 of every year. There shall be no limit to the number of terms an Officer may serve.

a. **Duties of the Chair:** The Chair calls meetings when and where deemed necessary, presides at all meetings, and appoints committee chairs for Standing and Ad Hoc committees as necessary to fulfill the duties and responsibilities of WMSC, with the advice and consent of the Board of Directors.

b. **Duties of the Vice-Chair:** The Vice-Chair will assist the Chair as needed and will take over the Chair position until the next election if the current Chair leaves office before the conclusion of his or her one year term.

c. **Duties of the Secretary:** The Secretary is responsible for keeping a record of all meetings, conducting official correspondence, issuing meeting notices and copies of the minutes to the Board of Directors, and making such reports to the national office as are required by USMS rules.

d. **Duties of the Treasurer:** The Treasurer receives all the monies and bills approved by the Finance Committee or Board of Directors. The Treasurer is responsible for maintaining all financial records, including bank and checking records, for making timely reports to the Board of Directors, for preparing an annual budget and for making such reports to the national office as are required by USMS rules.

2. Executive Committee

a. The Executive Committee shall be comprised of the Officers, and are delegated the responsibility for conducting the essential business of WMSC between regular meetings.

b. The WMSC Executive Committee shall have the authority to impose and enforce penalties, including censure, suspension, or expulsion from membership for any violation of the rules and regulations of WMSC and USMS or for actions which bring disrepute upon WMSC, USMS or upon the sport of swimming. Such actions may be appealed to USMS as specified in USMS rules and regulations.

c. The WMSC Executive Committee reserves the right to veto previously passed motions that are not in compliance with:

1. USMS policies, procedures, and rules.
2. US Tax law to ensure that the 501 (c) (3) tax exempt status is maintained.
3. Wisconsin statutes regarding tax exempt organizations.

3. Board of Directors:

The membership of the Board of Directors of WMSC shall consist of the Officers, the Registrar, the Sanctions Chair, and the Records and Top 10 Tabulator. All members of the Board of Directors shall be current members of United States Masters Swimming (USMS) and WMSC.

4. Committees of the Board

a. Audit: The Audit Committee shall examine and verify the WMSC annual financial report and file the appropriate, annual 990 tax report with the IRS. The Audit Committee also audits the bank statement through the year.

b. Finance: Members of the Finance Committee are the Treasurer, the Chair, the Vice-Chair, and the Auditor. The Finance Committee shall review regular cash flow statements prepared by the Treasurer, including receipts and disbursements; assist the WMSC Chair in the preparation of the annual budget; provide for an annual audit of WMSC's financial records; and prepare the required tax forms.

5. Standing Committees:

The standing committees of WMSC include the Registrar, Sanctions, Long Distance and Open Water, Fitness, Records and Top 10 Tabulator, Communications, Safety, Officials, Coaches, and Recognition and Awards committees. All committee chairs shall be appointed by the WMSC Chair, with the consent of the Officers. Members of each committee shall be appointed by the chair of that committee.

a. Registrar: The Registrar shall process individual and club applications for membership in WMSC/USMS, keep accurate records of said individual and club registrations, and make such reports to the USMS Registration Chair and/or Registrar as are required by USMS rules.

b. Sanctions Committee: The Sanctions Committee shall oversee the competitive program to insure that WMSC program offerings are consistent with USMS and WMSC objectives, rules, and policies; process applications for meet and event sanctions; provide meet directors with USMS rulebooks; process financial reports from sanctioned events; keep accurate records of said sanctions and reports; promote competent officiating; make suggestions for projects and priorities to the Board of Directors; and develop long-range plans for the WMSC programs.

c. Long Distance and Open Water Committee: The Long Distance Committee shall work with the Sanctions Committee in matters concerning long distance swimming as per the long distance swimming rules in the USMS rule book. This Committee shall also promote long distance and open water events within WMSC.

d. Fitness Committee: The Fitness Committee shall develop fitness swimming activities for the general membership, work with the USMS Fitness Committee, and educate adults on the fitness benefits of swimming.

e. Records and Top 10 Tabulator: The records and Top 10 Tabulator shall maintain WMSC swimming records, review WMSC meet results, and prepare lists of swimmers for national Top Ten consideration.

f. Communications Committee: The Communications Chair manages internal membership communication, external publicity for WMSC news and events, the WMSC website and social media sites. The Communications Chair may delegate responsibilities to other Communications Committee volunteers for website management or newsletter publication.

1. **Webmaster:** The Webmaster shall develop, enhance and maintain a website with information for members.

2. Newsletter Editor: The Newsletter Editor shall publish a WMSC newsletter on a schedule established by the Board of Directors and delivered to members by mail, electronic mail, or both.

g. Safety Committee: The Safety Committee Chair shall promote and oversee safety for all swimmers attending sanctioned pool and open water events.

h. Officials Committee: The Officials Committee shall develop policies and procedures to assure that all WMSC sanctioned events are officiated uniformly and conducted in conformance with the USMS swimming rules. This committee shall also provide updates on rule changes and differences in USA Swimming rules and USMS rules to the meet directors.

i. Coaches Committee: The Coaches Committee shall develop programs and tools to enhance the quality of Masters swimming programs and coaching. The Committee shall maintain a list of coach members within WMSC. The Committee will work with the USMS Coaches Committee.

j. Recognition and Awards Committee: The Recognition and Awards Committee shall promote recognition of service to WMSC. The committee shall review and approve proposals for all official WMSC service awards and ensure that a history of all service awards is maintained. The committee shall determine the method of recognition and recipient selection.

D. Vacancies

A vacancy of an Officer shall be filled, for the remaining term of office, by the Chair with the consent of the Board of Directors.

E. Authority

Between annual meetings of WMSC, the Executive Committee shall have the authority to:

1. Carry out policies established by the Board of Directors.
2. Assume the policy-making responsibilities of the Board of Directors for time sensitive WMSC business.

F. Reporting

A report of the actions taken by the Executive Committee shall be made available to the Board of Directors within 30 days of the action taken.

G. Removal of Officer

An officer can be removed from office, for cause, by written petition of WMSC members and by vote of a majority of WMSC.

H. Voting Privileges

1. All members of WMSC in good standing have voting privileges at meetings. No ballot or action shall include votes by proxy.

I. Meetings

1. An annual meeting of WMSC shall be held at a time and site convenient for WMSC members.
2. Special meetings of WMSC may be called by the Chair whenever deemed necessary.
3. All currently registered Wisconsin Masters swimmers are encouraged to attend WMSC meetings.

J. Annual Meeting

1. The annual meeting of WMSC shall be held no later than November 1 of each year.
2. A special meeting may be called at the request of any two Officers should the WMSC Chair fail to call regular meetings or should special meetings be required.
3. All WMSC members shall be notified at least 90 days before the scheduled date of the annual meeting through the WMSC newsletter, electronic mail and web site. Members of the Board of Directors shall also be notified by regular or electronic mail no fewer than fifteen days prior to the date of the annual meeting.
4. The Annual Meeting shall be open to all registered WMSC members.
5. All members present at the Annual Meeting will have one vote. If a member holds more than one officer position or committee chair, that person will only have one vote.
6. Order of Business. At all meetings of WMSC the order of business shall be:
 - a. Roll Call
 - b. Announcements from the Chair
 - c. Reading, correction, and adoption of minutes
 - d. Review Officers' written reports
 - e. Review Committee Chairs' written reports
 - f. Review of tabled motions
 - g. Elections when appropriate
 - h. New motions presented to the Executive Committee
 - i. Summary of actions taken at Annual Meeting
 - j. Feedback and questions
 - k. Adjournment
7. Quorum. A quorum at all meetings shall consist of the majority of the Board of Directors.
8. Rules of Order: Roberts Rules of Order shall be used.
9. Motions must be presented in writing to the Executive Committee at least 60 days prior to the Annual Meeting. Motions on routine matters such as approval of minutes, committee reports and adjournments do not require advance notice.
10. Motions will be voted on as previously vetted by the Executive Committee, with the exception of dates, or minor word, spelling, or grammar changes. The meaning and intent of the motion shall remain unchanged.

103.5 Amendment of By-Laws

- A. These By-Laws may be amended or repealed and new By-Laws adopted by a vote of the majority of members entitled to vote at the Annual Meeting-

B. Proposals for amendments, the repeal or addition of new By-Laws may be prepared by the members of the Executive Committee or members of the Wisconsin Masters Swim Committee, but must be:

1. In writing.
2. Submitted to an Executive Committee member at least sixty (60) days prior to the date of the meeting proposed for adoption.

C. All proposals for amendments repeal or new By-Laws must be called to the attention of the Executive Committee at least thirty (30) days before the Annual Meeting.

103.6 Dissolution

A. If deemed advisable by the WMSC, the Corporation may be dissolved pursuant to the applicable provisions of the Corporation laws of the State of Wisconsin.

B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, USMS or to such organization or organizations organized and operated exclusively for charitable, educational or other purposes as shall qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

103.7 Indemnification

Each person who is or was a director, officer or employee of the LMSC (including the heirs, executors, administrators or estate of such person) shall be indemnified by the LMSC as a division of USMS to the full extent permitted by the Nonprofit Corporation Law of the State of Florida against any liability, cost or expense incurred in the capacity as director, officer or employee, or arising out of the status as a director, officer or employee (including serving at the request of the LMSC as a director, trustee, officer, employee or agent of another not-for-profit organization).